



ZAGREBAČKA
BURZA

Zagreb Stock Exchange

Home Member State: Croatia
LEI: 7478000050A040C0D041
ISIN: HRZB00RA0003
TICKER: ZB
Zagreb Stock Exchange – Official Market

Croatian Financial Services Supervisory Agency

**Officially appointed mechanism
for the central storage of regulated information**

Zagreb Stock Exchange, Inc.

Croatian Reporting News Agency

Zagreb, June 11, 2024

**SUBJECT: Decisions adopted at the General Meeting
(General Meeting)**

The General Meeting of The Zagreb Stock Exchange, Inc. (hereinafter: the Company or the Exchange) with its registered office in Zagreb, Ivana Lučića 2a, VAT ID No. (OIB): 84368186611, was held on June 11, 2024, at the Headquarters of the Company in Zagreb, Ivana Lučića 2a/22. The General Meeting was attended by 1,456,376 votes or 62.8331% of the total 2.317.850 votes.

According to the announced Agenda of the general Meeting of the Company:

- Resolution on the use of 2023 profits;
- Resolution approving the 2023 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members;
- Resolution granting discharge to members of the Exchange Supervisory Board for 2023;
- Resolution granting discharge to members of the Exchange Management Board for 2023;
- Resolution on suitability of the Supervisory Board members;
- Resolution on the remuneration of members of the Supervisory Board;
- Resolution appointing auditors of the Exchange for 2024;

The General Meeting of the Company adopted the following decisions:

ZAGREBAČKA BURZA d.d. | Ivana Lučića 2a/22 | Zagreb | www.zse.hr | T. +385 1 4686 800 | F. + 385 1 4677 680

Trgovački sud u Zagrebu | MBS 080034217 | OIB 84368186611

Raiffeisenbank Austria d.d. Zagreb IBAN: HR8324840081100277421

Erste&Steiermarkische bank d.d. IBAN: HR3624020061100517924

Privredna banka Zagreb d.d. IBAN: HR8623400091110306562

PREDSJEDNIK NADZORNOG ODBORA: Matko Maravić | PREDSJEDNICA UPRAVE Ivana Gažić | ČLAN UPRAVE Tomislav Gračan

TEMELJNI KAPITAL 3.076.315,00 EUR u cijelosti uplaćen | 2.317.850 | dionice bez nominalnog iznosa





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AD 4) Resolution on the use of 2023 profits

The Resolution on the use of 2023 profits is adopted to read as follows:

I.

It is established that the Company made a net profit after tax of EUR 136,203.00 in the financial year ending 31/12/2023.

II.

The net profit generated by the Exchange after tax referred to in Article I of this Resolution shall be used as follows:

- *a part of net profit in the amount of EUR 115,892.50 shall be paid out as the dividend to the shareholders, in the amount of EUR 0.05 per share,*
- *a remaining part of net profit shall be allocated to retained earnings.*

III.

The dividend referred to in Article II, point 1 of this Resolution shall be paid out to all shareholders that are registered as shareholders at the Central Depository and Clearing Company Inc. on 14th June 2024 (record date). The date on which the Company shares will be traded without the right to dividend payments shall be 13th June 2024 (ex date). The claim for dividend payments shall become due on 21th June 2024 (payment date).

The amount of dividend paid in accordance with Article II, point 1 of this Resolution shall depend on the number of shares owned by the shareholders registered with the Central Depository and Clearing Company Inc. and will be reduced by the dividend per own shares.

IV.

This Resolution shall enter into force on the day of its adoption.

AD 5) Resolution approving the 2023 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members

Resolution approving the 2023 Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members is adopted to read as follows:

I.



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The audited Remuneration Report for Zagreb Stock Exchange, Inc. Management and Supervisory Board Members for the financial year 2023 has been approved, together with the Auditor's Report as an integral part of the Remuneration Report.

II.

This Resolution shall enter into force on the day of its adoption.

AD 6) Resolution granting discharge to members of the Exchange Supervisory Board for 2023

The Resolution granting discharge to members of the Exchange Supervisory Board for 2023 is adopted to read as follows:

I.

Having established that the Exchange Supervisory Board discharged its function in accordance with the law and Articles of Association of the Exchange, discharge for the year 2023 has been granted to members of the Exchange Supervisory Board:

- a) in the following composition: Enrique Bernardo Mariano for the period between 1 January 2023 and 28 February 2023;*
- b) in the following composition: Matko Maravić, Tomislav Jakšić, Ivan Sardelić, Silvije Orsag and Dražen Čović between 1 January 2023 and 31 December 2023;*
- c) in the following composition: Bente Avnung Landsnes for the period between 26 April 2023 and 31 December 2023.*

II.

This Resolution shall enter into force on the day of its adoption.

AD 7) Resolution granting discharge to members of the Exchange Management Board for 2023

The Resolution granting discharge to members of the Exchange Management Board for 2023 has been adopted as follows:

I.



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Having established that the Management Board managed the Exchange in accordance with the law and Articles of Association of the Exchange, discharge has been granted to Management Board members for conducting its affairs in 2023.

II.

This Resolution shall enter into force on the day of its adoption.

AD 8) Resolution on the suitability of members of the Exchange Supervisory Board

A Resolution on the suitability of members of the Exchange Supervisory Board is adopted to read as follows:

I.

An initial assessment of suitability to perform the function of Exchange Supervisory Board member has found Ivan Sardelić to be suitable to perform the function of members of the Exchange Supervisory Board.

II.

A regular annual assessment of suitability to perform the function of Exchange Supervisory Board member has found Bente Avnung Landsnes to be suitable to perform the function of member of the Exchange Supervisory Board.

III.

Members of the Supervisory Board were found to possess collectively the expertise, competences and experience necessary to independently and autonomously supervise the affairs of the Exchange while understanding the operations and key risks of trading venues managed by the Exchange, including the ability of the Supervisory Board to collectively, effectively challenge and monitor decisions made by the Exchange Management Board.

IV.

This Resolution shall enter into force on the day of its adoption.

AD 9) Resolution on the remuneration of members of the Exchange Supervisory Board

A Resolution on the remuneration of members of the Exchange Supervisory Board is adopted to read as follows:

I.



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This Resolution is based on the principle of attracting, motivating and retaining highly qualified professionals with a view to promoting efficient supervisory function, in accordance with a sustainable long-term strategy of the Exchange to the benefit of all its stakeholders. In determining the remuneration model, various external and internal factors such as economic conditions, the status and circumstances of the Exchange, prevailing practices of relevant regional and local industry players, as well as the policies on salary and compensations applied within the Exchange and Exchange Group, have been taken into account.

II.

Each member of the Supervisory Board is entitled to a net monthly remuneration for their work of EUR 100.00 (one hundred euro). That remuneration includes no variable element.

Members of the Supervisory Board who serve on a Supervisory Board sub-committee at the same time are not entitled to additional remuneration for participation in the work of the respective sub-committee.

III.

Remuneration referred to in Article II of this Resolution is payable once a year for the preceding year after the annual financial statements of the Exchange have been defined, provided that the Exchange generates a net profit for the year which is equal or higher than the amount of EUR 100,000.00 (one hundred thousand euro). The Exchange shall pay the remuneration not later than 30 days from the receipt of declaration of the statutory auditor on the completed audit of the financial statement in question.

A part of the remuneration may be paid through the Exchange share scheme, with a retention period of at least 1 (one) year from the date of share transfer to the account of a Supervisory Board member, with the effect of long-term stimulation and increasing shareholders' confidence in the Exchange's shares, aiming to contribute to the strategic development of the Exchange.

IV.

Where the term of office of a Supervisory Board member ends earlier, remuneration will be calculated and paid according to the actual time in office, in accordance with the conditions set forth in Article III of this Resolution, with the vesting period ending at the end of the month preceding the last month in office of the Supervisory Board member.

V.

Members of the Supervisory Board are not entitled to severance or additional payments by the Exchange or its affiliated companies.

VI.

The implementation of this Resolution at the annual level shall be monitored by the Supervisory Board, with support of the Remuneration Committee. If the Supervisory Board considers an amendment to this



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Resolution, it shall submit a reasoned proposal to the Annual General Meeting (AGM), in accordance with applicable legal provisions. Where the AGM does not approve the proposed amendment, the Exchange shall continue to pay remuneration to members of the Supervisory Board in accordance with this Resolution.

VII.

This Resolution shall enter into force on the day of its adoption and applies to remuneration that members of the Supervisory Board shall obtain for the year 2024.

AD 10) Resolution appointing the auditors of the Exchange for 2024

The Resolution appointing the auditors of the Exchange for 2024 is adopted to read as follows:

I.

PricewaterhouseCoopers d.o.o. audit company of Ulica Vjekoslava Heinzela 70, 10000 Zagreb, has been appointed to undertake the audit of the financial statements of the Zagreb Stock Exchange, Inc. and the audit of the consolidated financial statements of the Zagreb Stock Exchange Group, Inc. for 2024.

II.

This Resolution shall enter into force on the day of its adoption.

Ivana Gažić

President of the Management Board

Tomislav Gračan

Member of the Management Board



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